

WC 05-298

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October 11, 2005

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FILE 06363.0004

VIA OVERNIGHT MAIL

Federal Communications Commission
Wireline Competition Bureau -
CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND
DOMESTIC AUTHORITY PURSUANT TO SECTION 214 OF THE
COMMUNICATIONS ACT OF 1934, AS AMENDED

Dear Sir/Madam:

Enclosed, please find an original and four copies of the Joint Application for Consent to Transfer International and Domestic Authority submitted by CC VIII Operating, LLC, Charter Fiberlink, LLC and Seren Innovations, Inc.. Included in this package is a completed FCC Form 159 and a check in the amount of \$895.00 to cover the filing fee payment for this transfer of authority.

Additionally, we are concurrently filing the attached Joint Application with the Federal Communications Commission's International Bureau.

Please stamp and return one extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this submission, kindly contact the undersigned.

Sincerely,



Oran D. Pottinger

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Howrey LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1299 Pennsylvania Avenue, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 383-7041		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010-4916-03		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Seren Innovations, Inc.			
(14) STREET ADDRESS LINE NO. 1 15 South 5th Street			
(15) STREET ADDRESS LINE NO. 2 Suite 500			
(16) CITY Minneapolis		(17) STATE MN	(18) ZIP CODE 55402
(19) DAYTIME TELEPHONE NUMBER (include area code) (612) 395-3513		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006-1492-15		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
I, <u>Craig Pottinger</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Craig Pottinger</u>		DATE <u>10/11/05</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. ___ of ___		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Charter Fiberlink, LLC		
(14) STREET ADDRESS LINE NO. 1 12405 Powerscourt Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY St. Louis	(17) STATE MO	(18) ZIP CODE 63131
(19) DAYTIME TELEPHONE NUMBER (include area code) (314) 543-2371		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0005-7934-43		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of

CC VIII OPERATING, LLC
CHARTER FIBERLINK, LLC

Transferees,

SEREN INNOVATIONS, INC.
D/B/A ASTOUND BROADBAND

Transferor,

Joint Application for Consent to Transfer
International and Domestic Authority
Pursuant to Section 214 of the
Communications Act of 1934, as amended

FCC/MELLON

OCT 13 2005

File No. _____

JOINT APPLICATION FOR CONSENT TO
TRANSFER INTERNATIONAL AND DOMESTIC AUTHORITY PURSUANT
TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, CC VIII Operating, LLC ("CCVIII Operating"), Charter Fiberlink, LLC ("Charter Fiberlink") (CCVIII Operating and Charter Fiberlink collectively referred to as "Charter") and Seren Innovations, Inc. d/b/a Astound Broadband ("Seren", and together with Charter, the "Applicants") hereby request consent to transfer to Charter certain tangible and intangible assets and related liabilities of Seren used or useful in providing domestic interstate and international telecommunications services. The assets include the reception and distribution system providing facilities-based local and long distance telecommunication service, cable television service, and high speed data service to customers in the cities of Sartell, Sauk Rapids, St. Cloud, St. Joseph and Waite Park and the

townships of Haven, LeSauk, Minden, Sauk Rapids and St. Joseph, Minnesota (referred to herein as the “**System**” and the customers of the System referred to herein as the “**Minnesota Customer Group**”). Seren is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. Charter Fiberlink is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. CCVIII Operating is not authorized by the Commission to provide any telecommunications services. The Applicants seek streamlined processing of this Joint Application.¹

In support of this Joint Application, the Applicants respectfully submit the following information:

I. THE APPLICANTS

A. Charter

CCVIII Operating is a limited liability company organized under the laws of the State of Delaware. CCVIII Operating’s principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCVIII Operating is not authorized by the Commission to provide domestic or international telecommunications services.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware. Charter Fiberlink’s principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink currently provides intrastate and interstate private line telecommunications services to customers in Minnesota. Charter Fiberlink is authorized by the Commission to provide international and domestic interstate telecommunications services.²

¹ A Domestic Supplement containing the information required by 47 C.F.R. § 63.04 is attached hereto at Exhibit A.

² Charter Fiberlink is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20030127-00071. Charter Fiberlink also is authorized by the Commission to

Charter Fiberlink has both the technical expertise and financial capability to provide telecommunications services to the Minnesota Customer Group. Although Charter Fiberlink currently provides only private line telecommunications services to customers in Minnesota, certain affiliates of Charter Fiberlink currently provide a full array of intrastate, interstate and international telecommunications services to customers in Missouri, Wisconsin, Massachusetts, South Carolina and Tennessee.³ Charter Fiberlink and its affiliates utilize the same dedicated telephony staff to manage their respective telecommunications operations. The telephony staff is competent in all areas of telephone system management including finance, operations, regulation, engineering, networking and sales. In addition, the telephony staff has, in the aggregate, over 100 years of industry experience in developing, managing, and operating all types of telephone networks and services. Attached hereto at Exhibit "B" is a copy of the consolidated financial statements of Charter Communications, Inc. and its subsidiaries. Neither CCVIII Operating nor Charter Fiberlink has any affiliation, within the meaning of Section 63.09(e) of the Commission Rules (47 C.F.R. § 63.09(e)), with a dominant or foreign facilities-based carrier.

B. Seren

Seren is a corporation organized under the laws of the State of Minnesota. Seren's principal offices are located at 15 South 5th Street, Suite 500, Minneapolis, Minnesota 55402. Xcel Energy, Inc. is the indirect beneficial owner of all of the outstanding capital stock of Seren. Seren currently provides facilities-based local and long distance telecommunications service, cable television service, and high speed data service to the Minnesota Customer Group, as well

provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

³ Cable affiliates of Charter Fiberlink also currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.

as to customers in the communities of Concord, Walnut Creek and nearby areas of Contra Costa County, California (the “**California Customer Group**”). Seren is authorized by the Commission to provide international and domestic interstate telecommunications services.⁴

II. DESCRIPTION OF TRANSACTION

On or about July 20, 2005, CCVIII Operating and Seren entered into an Asset Purchase Agreement (the “**Agreement**”). Pursuant to the terms and subject to the conditions of the Agreement, CCVIII Operating will purchase from Seren substantially all of the assets and assume certain liabilities relating to the System and the Minnesota Customer Group. Upon consummation of the transactions contemplated in the Agreement, CCVIII Operating will acquire ownership of substantially all of the assets used or useful in the operation of the System and, as described below, Charter Fiberlink will begin to serve the Minnesota Customer Group.

Immediately after consummation of the acquisition, CCVIII Operating will transfer to Charter Fiberlink certain contracts and other telecommunications related intangible assets of the System that are used or useful in providing local exchange and long distance telecommunications services. Additionally, CCVIII Operating and Charter Fiberlink will enter into the necessary arrangements to enable Charter Fiberlink to use the reception and distribution facilities of the System to provide local exchange and long distance telecommunications services to the Minnesota Customer Group and to new customers.

After consummation of the proposed transaction, Seren will retain its authorizations to provide domestic interstate and international telecommunications services.

⁴ Seren is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-19990310-00139. Seren also is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission’s rules.

III. PUBLIC INTEREST

Grant of consent to the transfer of Seren's assets to Charter will serve the public interest. The Applicants do not anticipate any change to the rates, terms or conditions of service to the Minnesota Customer Group as a result of the transaction.⁵ Moreover, consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining the Minnesota Customer Group with Charter Fiberlink's current services, products and expertise. Moreover, approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. In addition, the transaction will place assets dedicated to servicing the Minnesota Customer Group in the hands of a company that is focused on providing telecommunications, cable television and high-speed data services. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent to the transfer of Seren's assets to Charter is in the public interest.

IV. PART 63 INFORMATION

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information:⁶

⁵ The Applicants will notify each affected customer at least thirty (30) days in advance of consummation of the pending transaction to ensure a smooth transition from Seren to Charter. See sample customer notification letter at Exhibit E.

⁶ Charter Fiberlink holds international Section 214 authority to provide resold international telecommunications services (see *supra* at n.2). Seren holds international Section 214 authority to provide resold international telecommunications services (see *supra* at n.4). Both Charter Fiberlink and Seren hold authority to provide domestic interstate telecommunications services pursuant to blanket licenses provided under Section 63.01(a) of the

(a) Names, addresses and telephone numbers of the Applicants:

Transferees

CC VIII Operating, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

Charter Fiberlink, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

Transferor

Seren Innovations, Inc.
d/b/a Astound Broadband
15 South 5th Street
Suite 500
Minneapolis, Minnesota 55402
Telephone: (612) 395-3513

(b) The Government, State or Territory under the laws of which each of the Applicants is organized:

CCVIII Operating is a limited liability company organized under the laws of the State of Delaware. Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware. Seren is a corporation organized under the laws of Minnesota.

(c) Correspondence concerning this Joint Application should be addressed to:

Carrie L. Cox, Esq.
Director, Legal and Regulatory Affairs - Telephony
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2567
Facsimile: (314) 965-6640
Email: ccox1@chartercom.com

Commission's rules. CCVIII Operating does not hold authority to provide either international or domestic interstate telecommunications services.

with a copy to:

Charles A. Hudak, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive
Suite 1450
Atlanta, Georgia 30346
Telephone: (770) 399-9500
Facsimile: (770) 395-0000
Email: chudak@fh2.com
Counsel to Charter

and

Jim Gamble
Vice President, Strategic Planning & Administration
Seren Innovations, Inc.
15 South 5th Street
Suite 500
Minneapolis, Minnesota 55402
Telephone: (612) 395-3513
Facsimile: (612) 395-3501
Email: jgamble@seren.com

with a copy to:

Oral Pottinger
Howrey LLP
1299 Pennsylvania Avenue, NW
Washington, D.C. 20004
Telephone: (202) 383-7041
Facsimile: (202) 383-6610
Email: PottingerO@howrey.com
Counsel to Seren Innovations, Inc.

(d) Statement as to previous Section 214 authorization:

Seren previously received authority from the Commission under Section 214 of the Communications Act to provide resold international telecommunications services.⁷

⁷ See *supra* at n.4.

Charter Fiberlink previously received authority from the Commission under Section 214 of the Communications Act to provide resold international telecommunications services.⁸

- (e) **This Joint Application requests Commission consent to the sale and transfer of the System from Seren to Charter and the continued provision of services to the Minnesota Customer Group by Charter.**
- (f) **Not applicable.**
- (g) **Not applicable.**
- (h) **The following entities hold a ten percent (10%) or greater ownership interest in CCVIII Operating and Charter Fiberlink through a series of intervening corporations and limited liability companies. The vertical ownership chain of intervening corporations and limited liability companies between the following entities and CCVIII Operating, together with an organizational chart depicting the entire ownership chain, is set forth on Schedule 1 of this Application. The vertical ownership chain of intervening corporations and limited liability companies between the following entities and Charter Fiberlink, together with the organizational chart depicting the entire ownership chain, is set forth on Schedule 2 of this Application.**

<u>Name and Address</u>	<u>Percent Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
P.G. Allen ⁹ 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	57.25%	USA	Investments
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	42.7%	USA	Cable/ Telecommunications

- (i) **Certification that Charter is not a foreign carrier and is not affiliated with a foreign carrier:**

See Exhibit C.

- (j) **Certification that Charter does not intend to provide international telecommunications services to a destination country for which any of**

⁸ See *supra* at n.2.

⁹ Mr. Allen owns 9.6% of the equity securities and 92.5% of the voting securities of Charter Communications, Inc. Thus, based on his equity holdings, 4.55% of Charter Communications, Inc.'s 47.3% ownership of CCVIII Operating and Charter Fiberlink has been attributed to Mr. Allen.

Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. §§ 63.18(j)(1)-(4), is true:

See Exhibit C.

- (k) Not applicable (see response to item (j)).**
- (l) Not applicable (see response to item (j)).**
- (m) Not applicable (see response to item (j)).**
- (n) Certification that Charter has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:**

See Exhibit C.

- (o) Certifications by the Applicants that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853(a):**

See Exhibit C and Exhibit D.

- (p) Streamlined Processing.**

Applicants request streamlined processing of this Joint Application pursuant to Section 63.12 of the Commission's Rules. 47 C.F.R. § 63.12. This Joint Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) neither CC VIII nor Fiberlink is affiliated with a foreign carrier; (2) neither CC VIII nor Fiberlink is affiliated with a dominant U.S. carrier; and (3) Charter does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. *See* 47 C.F.R. §§ 63.12(a)-(c).

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.

Respectfully submitted,

By: 

Ted Schremp
Vice President of IP Services
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2371
Facsimile: (314) 288-3555
Email: ted.schremp@chartercom.com

By: _____

James H. Gamble
Vice President, Strategic Planning &
Administration
Seren Innovations, Inc.
15 South 5th Street
Suite 500
Minneapolis, Minnesota 55402
Telephone: (612) 395-3513
Facsimile: (612) 395-3501
Email: jgamble@seren.com

Dated: October 11, 2005

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.

Respectfully submitted,

By: _____

Ted Schremp
Vice President of IP Services
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2371
Facsimile : (314) 288-3555
Email : ted.schremp@chartercom.com

By: James H. Gamble

James H. Gamble
Vice President, Strategic Planning &
Administration
Seren Innovations, Inc.
15 South 5th Street
Suite 500
Minneapolis, Minnesota 55402
Telephone: (612) 395-3513
Facsimile: (612) 395-3501
Email: jgamble@seren.com

Dated: October 11, 2005

Schedule 1 (Cont.)
Vertical Ownership Chain
For CCVIII Operating

Name/Address	% Held	Citizenship	Principal Business
Vulcan Cable III, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	18.1%	USA	Investments
Charter Investment, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	34.6%	USA	Investments
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO NR Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CC V Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CC VIII, LLC	100%	USA	Cable/Telecommunications

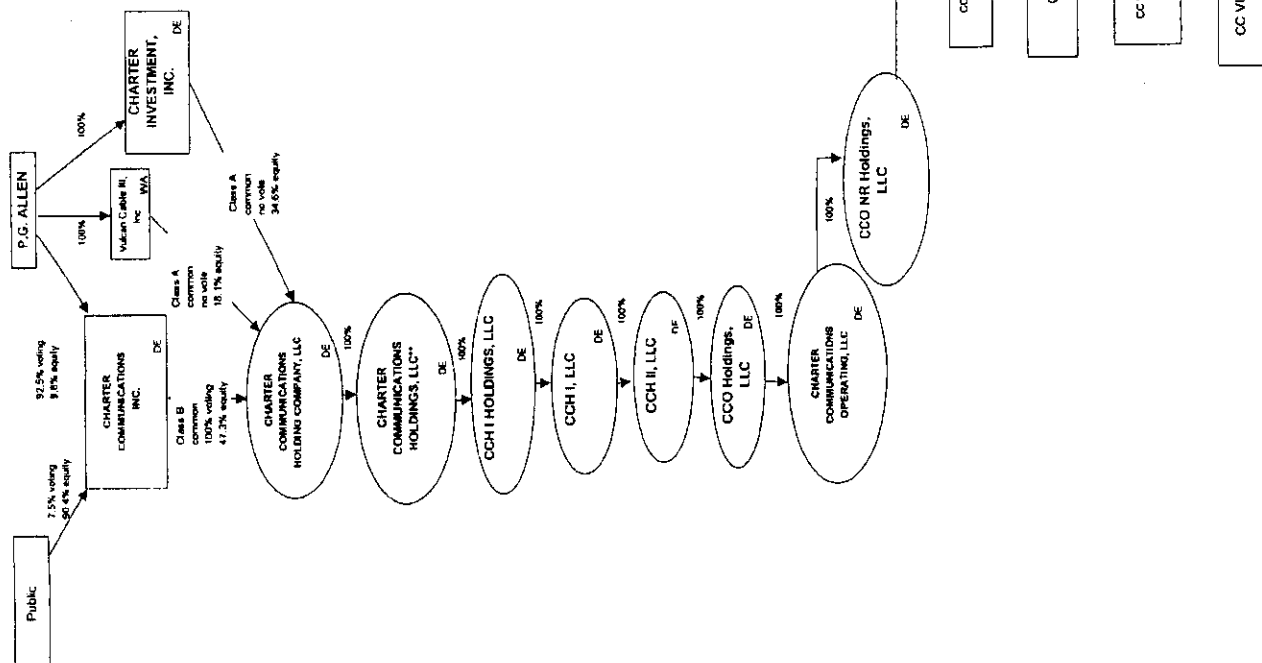
Schedule 1 (Cont.)
Vertical Ownership Chain
For CCVIII Operating

Name/Address	% Held	Citizenship	Principal Business
12405 Powerscourt Drive St. Louis, Missouri 63131			
CC VIII, Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CC VIII Operating, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131		USA	Cable/Telecommunications

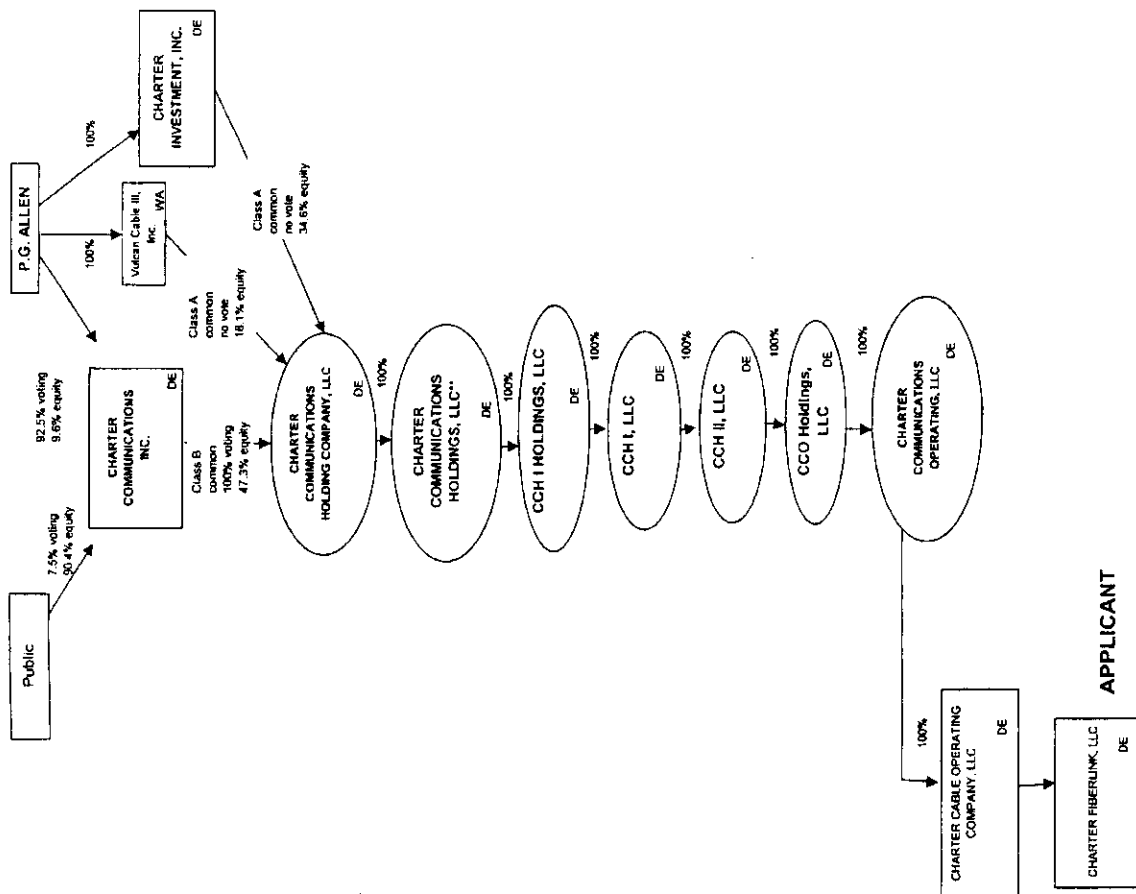
Schedule 2
Vertical Ownership Chain
For Charter Fiberlink

Name/Address	% Held	Citizenship	Principal Business
Vulcan Cable III, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	18.1%	USA	Investments
Charter Investment, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	34.6%	USA	Investments
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Cable Operating Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Fiberlink, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131			Cable/Telecommunications

Vertical Ownership Chain for CC VIII Operating, LLC



Vertical Ownership Chain for CHARTER FIBERLINK, LLC



APPLICANT

EXHIBIT A

DOMESTIC SUPPLEMENT

**DOMESTIC SUPPLEMENT TO
JOINT APPLICATION FOR CONSENT TO
TRANSFER INTERNATIONAL AND DOMESTIC AUTHORITY PURSUANT
TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. §§ 63.04(a)(6)-(a)(12) is supplied in connection with the preceding Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as amended:

(6) Description of the Transaction:

On or about July 20, 2005, CCVIII Operating and Seren entered into the Agreement. Pursuant to the terms and subject to the conditions of the Agreement, CCVIII Operating will purchase from Seren substantially all of the assets and assume certain liabilities relating to the System and the Minnesota Customer Group. Upon consummation of the transaction contemplated in the Agreement, CCVIII Operating will acquire ownership of substantially all of the assets used or useful in the operation of the System and, as described below, Charter Fiberlink will begin to serve the Minnesota Customer Group.

Immediately after consummation of the acquisition, CCVIII Operating will transfer to Charter Fiberlink certain contracts and other telecommunications related intangible assets of the System that are used or useful in providing local exchange and long distance telecommunication services. Additionally, CCVIII Operating and Charter Fiberlink will enter into the necessary arrangements to enable Charter Fiberlink to use the reception and distribution facilities of the System to provide local exchange and long distance telecommunications services to the Minnesota Customer Group and to new customers.

After consummation of the proposed transaction, Seren will retain its authorizations to provide domestic interstate and international telecommunications services.

(7) **A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

CCVIII Operating is not authorized by the Commission to provide, and does not provide, domestic or international telecommunications services.

Charter Fiberlink currently provides intrastate and interstate private line telecommunications services to customers in the State of Minnesota. Telephone affiliates of Charter Fiberlink currently provide a full array of intrastate, interstate and international telecommunications services to customers in Missouri, Wisconsin, Massachusetts, South Carolina and Tennessee. Cable affiliates of Charter Fiberlink currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.

Seren currently provides local and long distance telecommunications services, cable television services and high speed data services to customers in the cities of Concord and Walnut Creek, and portions of Contra Costa County in California ("**California Service Area**"), and in the cities of Sartell, Sauk Rapids, St. Cloud, St. Joseph and Waite Park and the townships of Haven, LeSauk, Minden, Sauk Rapids and St. Joseph, Minnesota. On or about May 24, 2005, Seren entered into a transaction to sell substantially all of its California assets and to transfer its customers in the California Service Area to Wave Division Holdings, LLC. The California asset transaction is pending, subject to receipt of all necessary regulatory approvals. Consequently, after

consummation of the transactions described in the Joint Application, Seren will no longer offer domestic telecommunications services in any areas.

- (8) **A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:**

Charter, as transferee, will have less than a ten percent (10%) market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither Charter nor Seren is dominant with respect to any service. Therefore, this Joint Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b)(2).

- (9) **Identification of all other Commission applications related to the same transaction:**

The preceding Joint Application for Consent to the Transfer of Domestic and International authority related to the assets used in the provision of international telecommunications services is being submitted herewith.

- (10) **A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Applicants do not seek special consideration in this Joint Application.

- (11) **Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

Applicants do not seek any waivers in conjunction with the transactions discussed in this Joint Application.

- (12) **A statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

Grant of consent to the transfer of Seren's assets to Charter will serve the public interest. The Applicants do not anticipate any change to the rates, terms or conditions of service to the Minnesota Customer Group as a result of the transaction. Moreover, consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter the opportunity to strengthen its competitive position by combining the Minnesota Customer Group with Charter's current customers, services, products and expertise. Moreover, approval of the transfer will permit Charter to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. In addition, the transaction will place assets dedicated to serving the Minnesota Customer Group in the hands of a company that is focused on providing telecommunications, cable television and high-speed data services. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent to the transfer of Seren's assets to Charter is in the public interest.

EXHIBIT B

CONSOLIDATED FINANCIAL STATEMENTS
OF CHARTER COMMUNICATIONS, INC. AND ITS SUBSIDIARIES